

15382-B  
-C

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

15382-B  
REGISTRATION NO. 15382-B Filed 1988

JAN 12 1988 January 12, 1988

INTERSTATE COMMERCE COMMISSION

8-012A090

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No.

Date JAN 12 1988

10.00

ICC Washington, D.C.

100% OF  
THE  
JAN 12 12 31 PM '88  
MOTOR OPERATING UNIT

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original fully executed copy and one photocopy of a Release and Termination dated January 7, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement dated as of October 1, 1987 between The Pittsburgh and Lake Erie Railroad Company, Seller, and CSX Transportation, Inc., Buyer; and an Agreement and Assignment dated as of October 1, 1987 between The Pittsburgh and Lake Erie Railroad Company, CSX Transportation, Inc. and The Connecticut National Bank, as Security Trustee, which were filed and recorded on November 18, 1987 and assigned Recordation Numbers 15382 and 15382-A, respectively.

The names and addresses of the parties executing the enclosed document are:

The Pittsburgh and Lake Erie Railroad Company  
Commerce Court Building  
4 Station Square  
Pittsburgh, Pennsylvania 15219

The Connecticut National Bank, as Security Trustee  
777 Main Street  
Hartford, Connecticut 06115

Counterpart - CT Kappler

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
January 12, 1988  
Page Two

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A to the foregoing Conditional Sale Agreement.

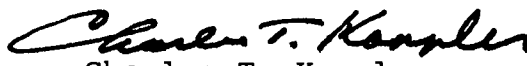
Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Release and Termination dated January 7, 1988 between The Pittsburgh and Lake Erie Railroad Company and The Connecticut National Bank, as Security Trustee, terminating the Agreement and Assignment dated as of October 1, 1987 between the foregoing parties and CSX Transportation, Inc. (Recordation Number 15382-A).

Very truly yours,

  
Charles T. Kappler

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 ~~15th~~ 15th Street N.W.  
Washington, D.C. 20006

Dear

Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/88 at 12/:35PM , and assigned recordation number(s).

15382-~~C~~

Sincerely yours,

*Narita L. McEneaney*

Secretary

Enclosure(s)

ICC Copy

15382-6

RECORDATION NO. 15382-6 Filed 1425

## RELEASE AND TERMINATION

JAN 12 1988 10 25 PM

THIS RELEASE AND TERMINATION ("Release") is made as of this 7th day of January, 1988 by and between THE CONNECTICUT NATIONAL BANK, as Security Trustee (the "Trustee") under that certain Master Agreement Regarding the Restructuring of Obligations of the Pittsburgh and Lake Erie Railroad Company dated as of May 1, 1985, as amended (the "Master Agreement") and THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY ("PLE").

WHEREAS, the Trustee and PLE are parties to that certain Railcar Security Agreement ("Railcar Security Agreement") dated as of May 1, 1985, which was filed and recorded with the Interstate Commerce Commission on June 6, 1985, in accordance with the provisions of 49 U.S.C. § 11303 and assigned recordation number 14696; and

18 WHEREAS, Trustee, PLE and CSX Transportation, Inc. are parties to that certain Agreement and Assignment ("Agreement and Assignment") dated as of October 1, 1987, which was filed and recorded with the Interstate Commerce Commission on November 8, 1987, in accordance with the provisions of 49 U.S.C. § 11303 and assigned recordation number 15382-A, pursuant to which PLE assigned to the Trustee all of PLE's right, title and interest to the "Property" (as defined in the Agreement and Assignment) including, without limitation, that certain Conditional Sale Agreement ("Conditional Sale Agreement") dated as of October 1, 1987, which was filed and recorded with the Interstate Commerce Commission on November 18, 1987, in accordance with 49 U.S.C. § 11303 and assigned recordation number 15382.

NOW, THEREFORE, the parties hereby agree as follows:

1. The Agreement and Assignment is hereby terminated and the Trustee hereby releases all of its liens on, and security interests in, the Conditional Sale Agreement and the "Cars" (as defined in the Conditional Sale Agreement) described on Exhibit A to the Conditional Sale Agreement.

2. PLE shall file and record this Release with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties have caused this Release to be executed by their respective duly authorized officers, all as of the date first above written.

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By: Gordon E. Heuenschwender  
Title: PRESIDENT

THE CONNECTICUT NATIONAL BANK,  
as Security Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have caused this Release to be executed by their respective duly authorized officers, all as of the date first above written.

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By: \_\_\_\_\_  
Title: \_\_\_\_\_

THE CONNECTICUT NATIONAL BANK,  
as Security Trustee

By:  \_\_\_\_\_  
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ALLEGHENY )

On this 1<sup>st</sup> day of January, 1988, before me, the subscriber, Donna L. Woshner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the \_\_\_\_\_ President of Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1<sup>st</sup> day of January, 1988.

Donna L. Woshner

Notary Public

DONNA L. WOSHNER, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY

MY COMMISSION EXPIRES OCT. 26, 1991

Member, Pennsylvania Association of Notaries  
My Commission Expires

STATE OF CONNECTICUT     )  
                                      ) SS  
COUNTY OF HARTFORD     )

On this 6 day of January, 1988, before me, the subscriber, Susan C. Chadbourne, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL M. HOPKINS to me personally known, who stated and acknowledged that he is the Vice President of The Connecticut National Bank, a national banking association, and duly authorized by authority of the board of directors or the by-laws of said association in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said association and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6 day of January, 1988.

Susan C. Chadbourne  
Notary Public

SUSAN C. CHADBOURNE  
NOTARY PUBLIC

~~MY COMMISSION EXPIRES MARCH 31, 1990~~  
My Commission Expires